



**VOTING PROXY AND INSTRUCTIONS**

**Voting proxy for extraordinary general meeting of shareholders ("Meeting") of  
Kiadis Pharma N.V. ("Kiadis Pharma")  
to be held on Tuesday 30 March 2021 at 10:00 a.m. Central European Time (CET)**

**VOTING PROXY**

**THE UNDERSIGNED:**

..... (name)  
..... (address)  
..... (postal code & town)  
..... (country)  
.....(legal entity that holds the shares)  
..... (e-mail address Shareholder)

hereinafter referred to as the "Shareholder", acting in his/her capacity as holder of .....  
(number) shares in the capital of Kiadis Pharma (the "Shares"),

hereby authorizes Mr. Mark Wegter (Chairman of the Supervisory Board of Kiadis Pharma) to, for and on behalf of the Shareholder, attend the Meeting, sign the attendance list and exercise the voting right for the Shares held by the Shareholder as per the below voting instructions (page 2), all with the power of substitution. In absence of a clear voting instruction, the votes will be cast in favor of the resolutions.

**NOTES:**

1. A Shareholder can only exercise his/her voting right prior to the Meeting and should do so by returning a completed and duly signed version of this proxy and voting instructions form no later than 15:00 CET on Tuesday 23 March 2021. The completed and signed form can be sent to Van Lanschot Kempen Wealth Management N.V. (telefax number: +31 (0)20 348 9549 or e-mail address: [proxyvoting@kempen.nl](mailto:proxyvoting@kempen.nl)) or to Kiadis Pharma (e-mail address: [EGM2021@kiadis.com](mailto:EGM2021@kiadis.com)). For detailed instructions the Shareholder should consult the convocation notice for the Meeting that is published on the Kiadis Pharma website ([www.kiadis.com](http://www.kiadis.com)).
2. Any alterations made to this form of proxy should be initialed by the Shareholder.
3. This voting proxy is governed by Dutch law.

[ REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK ]

**VOTING INSTRUCTIONS**

Agenda item	For	Against	Abstain
<b>Agenda Item 3 - Conditional amendment of the articles of association (following Settlement)</b>			
<b>Agenda Item 4 - Conditional amendment of the articles of association of Kiadis Pharma (following delisting)</b>			
<b>Agenda Item 5a - Conditional appointment of Mr. Frank Nestle as new member of the Supervisory Board as of Settlement</b>			
<b>Agenda Item 5b - Conditional appointment of Mr. Kripa Ram as new member of the Supervisory Board as of Settlement</b>			
<b>Agenda Item 5c - Conditional appointment of Mr. Jérémie Girard as new member of the Supervisory Board as of Settlement</b>			
<b>Agenda Item 6 - Re-appointment of Mr. Arthur Lahr as member of the Management Board</b>			
<b>Agenda Item 7 - Conditional appointment of Ms. Marion Zerlin as new member of the Management Board as of Settlement</b>			
<b>Agenda Item 8 - Discharge of each member of the Management Board and the Supervisory Board</b>			
<b>Agenda Item 9 - Conditional full and final discharge of Messrs. Martijn Kleijwegt, Berndt Modig, Otto Schwarz and Subhanu Saxena</b>			
<b>Agenda Item 10a - in accordance with article 2:107a DCC, to approve the resolution of the Management Board to pursue the Asset Sale</b>			
<b>Agenda Item 10b - subject to completion of the Asset Sale, to dissolve Kiadis Pharma in accordance with article 2:19 DCC</b>			
<b>Agenda Item 10c - to appoint Stichting Liquidator Kiadis as the liquidator of Kiadis Pharma</b>			
<b>Agenda Item 10d - to approve reimbursement of the liquidator's reasonable salary and costs</b>			
<b>Agenda Item 10e - to appoint Sanofi S.A. as the custodian of Kiadis Pharma's books and records following its dissolution in accordance with article 2:24 DCC</b>			

Signature: .....

Date: ..... 2021